

Joseph Transportation Services, Inc.

a subsidiary of Joseph Transportation

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25, September 2000

Ms. Taledia Stokes Recordations Unit Surface Transportation Board 1925 K Street, N.W. Washington, DC 20423-0001 RECORDATION NO. 23129 FILED

SEP 28 '00

11-47 AM

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SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of August 31, 2000 between the following parties:

Lessee:

Awin Leasing Company, Inc.

15880 North Greenway - Hayden Loop

Suite 100

Scottsdale, AZ 85260

Lessor:

Joseph Transportation Services, Inc.

300 Pike Street

Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (68) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated August 31, 2000 related to sixty-eight (68) railcars bearing reporting marks AWXX 20101-20168, sporadic.

Please file this agreement as a primary document. A check in the amount of \$26.00, check #12817, is included for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 137.

Sincerely,

Joseph Transportation Services, Inc.

(formerly DJJ Transportation Services, Inc.)

Barb Brzezicki

Documentation Assistant

Enclosures

Corporate Offices: 300 Pike Street, Cincinnati, OH 45202-4222 Mail Address: P.O. Box 1077, Cincinnati OH 45201-1077 513-929-4500 FAX 513-345-4375

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MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT

SEP 28 '00

AWIN LEASING COMPANY, INC.

11-47 AM

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 31st day of August, 2000, is intended to evidence the lease dated as of August 31, 2000 (the "Lease"), between JOSEPH TRANSPORTATION SERVICES, INC. ("Lessor"), and AWIN LEASING COMPANY, INC. ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the sixty-eight (68) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

By: land & Ynelig	By: M. Hampe Rockford
Name: Paul E. Loebig	Name: <u>C. THOMAS ROCHFORD, JR.</u>
Title: Vice President	Title: TREASURER
Date: August 31, 2000	Date: September 7, 2000

JOSEPH TRANSPORTATION SERVICES, INC.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 31st day of August, 2000, by Paul E. Loebig, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation on behalf of the corporation.

Notary Public

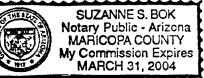
Notary Public

Notary Public, State of Onlo
My Commission Expires July 22, 2002

STATE OF Augora) SS: COUNTY OF MARCOSA)

The foregoing instrument was acknowledged before me this 1th day of Sept., 2000, by G. Hornes Belford Jr., the Transler of

AWIN Leasing Company, Inc.



Suzanne S. Bok Notary Public

My Commission expires:

EXHIBIT A

To the Memorandum of Lease dated August 31, 2000, between Joseph Transportation Services, Inc. and AWIN Leasing Company, Inc.

DESCRIPTION OF UNITS

Sixty-eight (68) railcars bearing reporting marks as follows:

20101	AWXX	20128	AWXX	20160
20102	AWXX	20129	AWXX	20161
20103	AWXX	20130	AWXX	20162
20104	AWXX	20131	AWXX	20165
20105	AWXX	20132	AWXX	20108
20106	AWXX	20133	AWXX	20119
20107	AWXX	20134	AWXX	20120
20109	AWXX	20138	AWXX	20126
20110	AWXX	20139	AWXX	20135
20111	AWXX	20140	AWXX	20136
20112	AWXX	20141	AWXX	20137
20113	AWXX	20142	AWXX	20146
20114	AWXX	20143	AWXX	20147
20115	AWXX	20144	AWXX	20148
20116	AWXX	20145	AWXX	20156
20117	AWXX	20149	AWXX	20158
20118	AWXX	20150	AWXX	20159
20121	AWXX	20151	AWXX	20163
20122	AWXX	20152	AWXX	20164
20123	AWXX	20153	AWXX	20166
20124	AWXX	20154	AWXX	20167
20125	AWXX	20155	AWXX	20168
20127	AWXX	20157		
	20102 20103 20104 20105 20106 20107 20109 20110 20111 20112 20113 20114 20115 20116 20117 20118 20121 20122 20123 20124 20125	20102 AWXX 20103 AWXX 20104 AWXX 20105 AWXX 20106 AWXX 20107 AWXX 20109 AWXX 20110 AWXX 20111 AWXX 20112 AWXX 20113 AWXX 20114 AWXX 20115 AWXX 20116 AWXX 20116 AWXX 20117 AWXX 20118 AWXX 20121 AWXX 20121 AWXX 20121 AWXX 20122 AWXX 20123 AWXX 20124 AWXX	20102 AWXX 20129 20103 AWXX 20130 20104 AWXX 20131 20105 AWXX 20132 20106 AWXX 20133 20107 AWXX 20134 20109 AWXX 20138 20110 AWXX 20139 20111 AWXX 20140 20112 AWXX 20141 20113 AWXX 20141 20114 AWXX 20143 20115 AWXX 20144 20116 AWXX 20144 20116 AWXX 20145 20117 AWXX 20149 20118 AWXX 20150 20121 AWXX 20151 20122 AWXX 20153 20124 AWXX 20154 20125 AWXX 20155	20102 AWXX 20129 AWXX 20103 AWXX 20104 AWXX 20131 AWXX 20105 AWXX 20132 AWXX 20106 AWXX 20133 AWXX 20107 AWXX 20134 AWXX 20109 AWXX 20138 AWXX 20110 AWXX 20140 AWXX 20111 AWXX 20140 AWXX 20112 AWXX 20141 AWXX 20113 AWXX 20144 AWXX 20115 AWXX 20146 AWXX 20146 AWXX 20147 AWXX 20147 AWXX 20148 AWXX 20148 AWXX 20148 AWXX 20148 AWXX 20149 AWXX 20118 AWXX 20150 AWXX 20121 AWXX 20151 AWXX 20121 AWXX 20151 AWXX 20123 AWXX 20153 AWXX 20124 AWXX 20155 AWXX 20125 AWXX

CERTIFICATE

The undersigned, <u>M. Wordard</u> notary public in and for the County of Hamilton State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard

Notary Public



JULIE M. WOODARD Notary Public, State of Ohio My Commission Expires Sept. 24, 2002

RECORDATION NO. _____FILED

SEP 28 '00

11-47 MM

SURFACE TRANSPORTATION BOARD